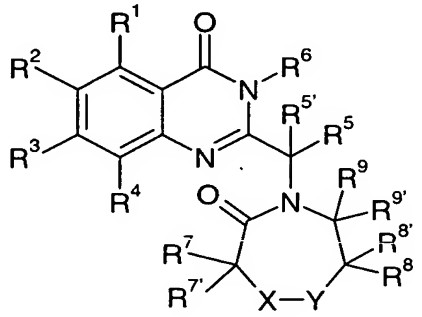
Amendments to the Claims:

1. (Currently amended) A compound selected from those represented by the formula I:



Formula I

wherein:

R^1, R^2, R^3 and R^4 are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, dialkylamino, alkylsulfonyl, alkylsulfonamido, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, optionally substituted aryl and optionally substituted heteroaryl;

R^5 and $R^{5'}$ are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R^5 and $R^{5'}$ taken together form an optionally substituted 3- to 7-membered carbocyclic ring;

R^6 is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

R^7, $R^{7'}$, R^8, $R^{8'}$, R^9 and $R^{9'}$ are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

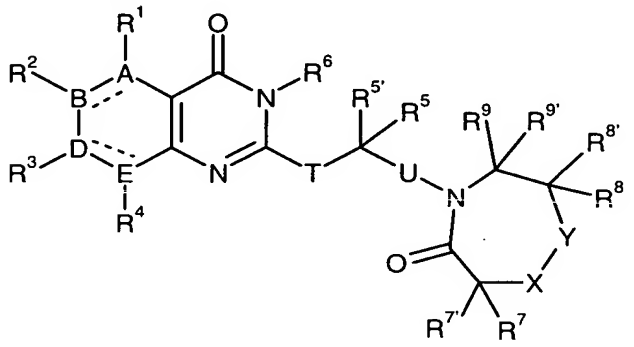
X and Y are each independently chosen from $C(R^{10})(R^{11})$, $N(R^{12})$, O and S,

wherein R^{10} and R^{11} are each independently chosen from H, optionally substituted alkyl, optionally substituted aryl and optionally substituted heteroaryl; and

R^{12} is H, optionally substituted alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, optionally substituted heteroaryloxycarbonyl, optionally substituted aralkyloxycarbonyl, or optionally substituted heteroaralkyloxycarbonyl;

including single stereoisomers and mixtures of stereoisomers thereof, and pharmaceutically acceptable derivatives ~~(e.g., salts)~~ and solvates thereof.

2. (Currently amended) A compound selected from those represented by the Formula II:



Formula II

wherein:

R^1, R^2, R^3 and R^4 are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, dialkylamino, alkylsulfonyl, alkylsulfonamido, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, optionally substituted aryl and optionally substituted heteroaryl;

R^5 and $R^{5'}$ are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R^5 and $R^{5'}$ taken together form an optionally substituted 3- to 7-membered carbocyclic ring;

R^6 is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

R^7, $R^{7'}$, R^8, $R^{8'}$, R^9 and $R^{9'}$ are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

X and Y are each independently chosen from $C(R^{10})(R^{11})$, $N(R^{12})$, O and S,

wherein R^{10} and R^{11} are each independently chosen from H, optionally substituted alkyl, optionally substituted aryl and optionally substituted heteroaryl; and

R^{12} is H, optionally substituted alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, optionally substituted

heteroaryloxycarbonyl, optionally substituted aralkyloxycarbonyl, or optionally substituted heteroaralkyloxycarbonyl;

T and U are independently a covalent bond, -C(O)-, or optionally substituted alkylene;

A, B, D and E are independently N, C, CH, O, S or absent, provided that:
no more than one of A, B, D or E is absent;
no more than two of A, B, D and E are -N=, and
A, B, D or E can be O or S only when one of A, B, D or E is absent; and

provided that R^1, R^2, R^3 or R^4 is absent where A, B, D or E, respectively, is -N=, O, S or absent;

including single stereoisomers and mixtures of stereoisomers thereof,

and pharmaceutically acceptable derivatives ~~(e.g., salts)~~ and solvates thereof.

3. (Currently amended) A compound according to claim 2 wherein A, B, D and E are independently chosen from -C= and -N=, T is optionally substituted C_1-C_4 alkylene or is a covalent bond, and U is optionally substituted C_1-C_4 alkylene or is a covalent bond.

4,5 (Canceled)

6. (Currently amended) A compound according to ~~any of the preceding claims wherein~~ Claim 3 wherein:

R^1, R^2, R^3 and R^4 are each independently selected from H, halogen, cyano, optionally substituted C_1-C_4 alkyl, C_1-C_4 haloalkyl, optionally substituted C_1-C_4 alkoxy, and C_1-C_4 haloalkoxy;

R^5 and $R^{5'}$ are each independently selected from H and C_1-C_4 alkyl;

R^6 is optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4 alkyl- or optionally substituted heteroaryl-C_1-C_4 alkyl;

R^7, $R^{7'}$, R^8, $R^{8'}$, R^9 and $R^{9'}$ are each independently selected from H and C_1-C_4 alkyl; and

one of X or Y is $C(R^{10})(R^{11})$, wherein R^{10} and R^{11} are each independently selected from H or C_1-C_4 alkyl, and the other of X or Y is $N(R^{12})$, where R^{12} is H, C_1-C_4 alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, C_1-C_6 alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted

heteroaralkylcarbonyl, C_1-C_6 alkoxycarbonyl, optionally substituted aryloxycarbonyl, optionally substituted heteroaryloxycarbonyl, optionally substituted aralkyloxycarbonyl, optionally substituted heteroaralkyloxycarbonyl, where the optionally substituted aryl or heteroaryl groups or moieties are unsubstituted or substituted with one or more substituents selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkoxy, amino, C_1-C_4 alkylamino, di-C_1-C_4 alkylamino, carboxy, C_1-C_4 alkylcarbonyloxy, C_1-C_4 alkoxycarbonyl, carboxamido, C_1-C_4 alkylcarboxamido, aminocarbonyl, C_1-C_4 alkylaminocarbonyl, di-C_1-C_4 alkylaminocarbonyl, cyano, C_1-C_4 alkylcarbonyl, halogen, hydroxyl, mercapto and nitro.

7-21 (Canceled)

22. (Currently Amended) A compound according to ~~any of the preceding claims~~ Claim 2 wherein R^5 and $R^{5'}$ are each attached to a stereogenic center having an R-configuration.

23. (Canceled)

24. (Currently amended) A compound selected from:
3-Benzyl-7-chloro-2-[2-methyl-1-(7-oxo-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one;
3-Benzyl-7-chloro-2-[2-methyl-1-(4-methyl-7-oxo-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one;
3-benzyl-7-chloro-2-[(R)-2-methyl-1-(7-oxo-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one;
2-[1-(Acetyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]-3-benzyl-7-chloro-3H-quinazolin-4-one;
3-Benzyl-7-chloro-2-[1-(3,3-dimethyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]-3H-quinazolin-4-one;
3-Benzyl- -2-[1-(4-benzyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]- 7-chloro -3H-quinazolin-4-one;
3-Benzyl-7-chloro-2-[1-(7-oxo-[1,4]diazepan-1-yl)-propyl]-3*H*-quinazolin-4-one; and
3-Benzyl-7-chloro-2-[1-(6,6-dimethyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]-3*H*-quinazolin-4-one;
or a pharmaceutically acceptable derivative ~~(e.g., salt)~~ or solvate thereof.

25, 26 (Canceled)

27. (Currently amended) A composition comprising a pharmaceutically acceptable excipient and a compound according to ~~any of claims 1-24~~ Claim 2.

28. (Original) A composition according to claim 27, wherein said composition further comprises a taxane, a vinca alkaloid, or a topoisomerase I inhibitor.

29. (Canceled)

30. (Currently amended) A method of inhibiting KSP which comprises contacting said kinesin with an effective amount of the compound according to ~~any one of claims 1 to 24~~ Claim 2.

31. (Currently amended) A method for the treatment of a disease of proliferating cells comprising administering to a subject in need thereof the compound according to ~~any one of claims 1-24~~ Claim 2.

32. (Canceled)

33. (Currently amended) A method according to claim 31 ~~or claim 32~~ wherein said disease is selected from the group consisting of cancer, hyperplasias, restenosis, cardiac hypertrophy, immune disorders, fungal disorders and inflammation.

34. (Canceled)

35. (New) A compound according to claim 6 wherein:

R^1, R^2, R^3 and R^4 are each independently selected from H and halogen;

$R^{5'}$ is H and R^5 is C_1-C_4 alkyl;

R^6 is optionally substituted phenyl-C_1-C_4 alkyl-;

R^9 and $R^{9'}$ are each H, and R^7 and $R^{7'}$ or R^8 and $R^{8'}$ are each independently H or C_1-C_4 alkyl; and

X is $C(R^{10})(R^{11})$, wherein R^{10} and R^{11} are each H or C_1-C_4 alkyl, and Y is $N(R^{12})$, where R^{12} is H, C_1-C_4 alkyl, aralkyl, heteroaralkyl, C_1-C_6 alkylcarbonyl, arylcarbonyl, or heteroarylcarbonyl.

36. (New) A compound according to claim 35 wherein:

R^1, R^2 and R^4 are each H and R^3 is halogen;

$R^{5'}$ is H and R^5 is ethyl, cyclopropyl, iso-propyl or t-butyl;

R^6 is optionally substituted benzyl; and

X is CH_2, and Y is $N(R^{12})$, where R^{12} is H, methyl, benzyl or acetyl (-C(O)methyl).

37. (New) A compound according to Claim 1 wherein:

R^1, R^2, R^3 and R^4 are each independently selected from H, halogen, cyano, optionally substituted C_1-C_4 alkyl, C_1-C_4 haloalkyl, optionally substituted C_1-C_4 alkoxy, and C_1-C_4 haloalkoxy;

R^5 and $R^{5'}$ are each independently selected from H and C_1-C_4 alkyl;

R^6 is optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4 alkyl- or optionally substituted heteroaryl-C_1-C_4 alkyl;

R^7, $R^{7'}$, R^8, $R^{8'}$, R^9 and $R^{9'}$ are each independently selected from H and C_1-C_4 alkyl; and

one of X or Y is $C(R^{10})(R^{11})$, wherein R^{10} and R^{11} are each independently selected from H or C_1-C_4 alkyl, and the other of X or Y is $N(R^{12})$, where R^{12} is H, C_1-C_4 alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, C_1-C_6 alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl, C_1-C_6 alkoxycarbonyl, optionally substituted aryloxycarbonyl, optionally substituted heteroaryloxycarbonyl, optionally substituted aralkyloxycarbonyl, optionally substituted heteroaralkyloxycarbonyl, where the optionally substituted aryl or heteroaryl groups or moieties are unsubstituted or substituted with one or more substituents selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkoxy, amino, C_1-C_4 alkylamino, di-C_1-C_4 alkylamino, carboxy, C_1-C_4 alkylcarbonyloxy, C_1-C_4 alkoxycarbonyl, carboxamido, C_1-C_4 alkylcarboxamido, aminocarbonyl, C_1-C_4 alkylaminocarbonyl, di-C_1-C_4 alkylaminocarbonyl, cyano, C_1-C_4 alkylcarbonyl, halogen, hydroxyl, mercapto and nitro.

38. (New) A compound according to claim 37 wherein:

R^1, R^2, R^3 and R^4 are each independently selected from H and halogen;

$R^{5'}$ is H and R^5 is C_1-C_4 alkyl;

R^6 is optionally substituted phenyl-C_1-C_4 alkyl-;

R^9 and $R^{9'}$ are each H, and R^7 and $R^{7'}$ or R^8 and $R^{8'}$ are each independently H or C_1-C_4 alkyl; and

X is $C(R^{10})(R^{11})$, wherein R^{10} and R^{11} are each H or C_1-C_4 alkyl, and Y is $N(R^{12})$, where R^{12} is H, C_1-C_4 alkyl, aralkyl, heteroaralkyl, C_1-C_6 alkylcarbonyl, arylcarbonyl, or heteroarylcarbonyl.

39. (New) A compound according to claim 38 wherein:

R^1, R^2 and R^4 are each H and R^3 is halogen;

$R^{5'}$ is H and R^5 is ethyl, cyclopropyl, iso-propyl or t-butyl;

R^6 is optionally substituted benzyl; and

X is CH_2, and Y is $N(R^{12})$, where R^{12} is H, methyl, benzyl or acetyl (-C(O)methyl).